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RECORDATION NO. 108891 ~~108891~~
Filed & Recorded

AUG 21 1980 -4 05 PM

ASSIGNMENT OF RAILROAD EQUIPMENT LEASE
("Assignment")

INTERSTATE COMMERCE COMMISSION

For good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, The Pittsburgh and Lake Erie Railroad Company ("P&LE") hereby assigns, transfers and sets over to The First National Bank of Boston, as Agent ("Agent"), all of its right, title and interest in and to that certain Railroad Equipment Lease dated as of September 13, 1979, between P&LE and Montour Railroad Company ("Montour") and recorded with the Interstate Commerce Commission pursuant to Section 11303(a) of the Interstate Commerce Act (the "Act") on October 15, 1979, and assigned Recordation No. 10889, as supplemented by Amended Exhibit A recorded with the Interstate Commerce Commission pursuant to the Act on April 9, 1980, and assigned Recordation No. 10889-A, Provided, however, so long as P&LE is not in default under any of its obligations to Agent, P&LE shall be entitled to receive from Montour all rental payments and all other payments which are required from time to time under said Lease, and Provided, Further, that P&LE shall remain bound by all of the obligations set forth and contained in said Railroad Equipment Lease, as supplemented.

P&LE hereby authorizes the recordation of this Assignment and hereby agrees to execute such further documentation as Agent may request in order to carry out the purpose of this transaction.

IN WITNESS WHEREOF and intending to be legally bound,
P&LE has caused this Assignment to be executed by its duly
authorized officer and its corporate seal duly attested to be
hereto affixed this 20th day of August, 1980.

THE PITTSBURGH AND LAKE ERIE
RAILROAD COMPANY

By H.S. Allen, Jr.
President

ATTEST:

By [Signature]

COMMONWEALTH OF PENNSYLVANIA)
)
COUNTY OF ALLEGHENY) SS:

On this 20th day of August, 1980, before me personally appeared H. G. ALLYN, Jr., to me personally known, who, being by me duly sworn, says that he is President of The Pittsburgh and Lake Erie Railroad Company, and that the aforesaid Assignment was signed on behalf of said Company by authority of its Board of Directors, and he acknowledged that the execution of the foregoing Assignment was the free act and deed of said Company.


Notary Public

My Commission Expires:
JOHN D. HARTMAN, NOTARY PUBLIC
PITTSBURGH, ALLEGHENY COUNTY
MY COMMISSION EXPIRES JUNE 20, 1981
Member, Pennsylvania Association of Notaries